

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of **Delaware**
(State)

Case number *(if known)*: _____ Chapter **11**

☐ Check if this is an
amended filing

Official Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name**Omega Therapeutics, Inc.****2. All other names debtor used in the last 8 years****VL42, Inc.**

Include any assumed names,
trade names, and *doing business*
as names

3. Debtor's federal Employer Identification Number (EIN)81-3247585**4. Debtor's address****Principal place of business****140 First Street, Suite 501**

Number Street

Cambridge MA 02141

City State ZIP Code

Middlesex County

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)**<https://omegatherapeutics.com/>**

Debtor Omega Therapeutics, Inc. Case number (if known) _____
 Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*3254 (Pharmaceutical and Medicine Manufacturing)**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY

District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor Omega Therapeutics, Inc. Case number (if known) _____
 Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____
 District _____ When _____
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☐ 100-199

☒ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

Debtor Omega Therapeutics, Inc. Case number (if known) _____
Name

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02 10 2025
MM / DD / YYYY

X/s/ Jeffrey T. Varsalone

Signature of authorized representative of debtor

Jeffrey T. Varsalone

Printed name

Title Independent Restructuring Expert Director

18. Signature of attorney**X**/s/ Derek C. Abbott

Signature of attorney for debtor

Date 02 10 2025
MM / DD / YYYY

Derek C. Abbott

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name

1201 N. Market Street, 16th Floor, P.O. Box 1347

Number Street

Wilmington

City

DE 19801
State ZIP Code

(302) 351-9357

Contact phone

dabbott@morrisnichols.com
 Email address

3376

Bar number

Delaware
 State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 416B]

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-40657.

2. The following financial data is the latest available information and refers to the debtor's condition on 01/28/2025.

a. Total assets	\$ <u>137,529,941.58</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>140,421,354.78</u>	
c. Debt securities held by more than 500 holders		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
d. Number of shares of preferred stock		N/A
e. Number of shares common stock		<u>55,366,213</u>

Comments, if any: N/A

3. Brief description of debtor's business: Omega Therapeutics is a clinical-stage biotechnology company that researches and develops programmable epigenomic mRNA medicines.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Flagship Pioneering, Inc.; Noubar Afeyan; Flagship Pioneering Fund VI, L.P.; Flagship Ventures Fund V, L.P.; Flagship Pioneering Special Opportunities Fund II General Partner LLC; Flagship Pioneering Special Opportunities Fund II, L.P.; Flagship Ventures Fund V General Partner LLC; Cede & Co.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

OMEGA THERAPEUTICS, INC.,¹

Debtor.

Chapter 11

Case No. 25-____ (____)

**CORPORATE OWNERSHIP STATEMENT AND EQUITY HOLDER LIST
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), (3) AND 7007.1**

Pursuant to Rules 1007(a)(1), (3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession (the “Debtor”), to the best of its knowledge, information, and belief, hereby states as follows concerning the ownership of the Debtor, as of February 7, 2025:

Shareholders	Percentage of Interest Held
Cede & Co.	50.21%
Flagship Pioneering Fund VI, L.P.	15.15%
Flagship Ventures Fund V, L.P.	10.64%
Flagship Pioneering Special Opportunities Fund II, L.P.	8.75%
Flagship VentureLabs V, L.L.C	3.96%

¹ The Debtor’s federal tax identification number is: 81-3247585. The mailing address for the Debtor is 140 First Street, Suite 501, Cambridge, MA 02141.

State of Wisconsin Investment Board	3.02%
FPN, L.P.	2.39%
Flagship V VentureLabs Rx Fund, L.P	1.96%
Nutritional Health LTP Fund, L.P.	1.75%
Richard A. Young	1.33%
Point72 Biotech Private Investments, LLC	0.64%
Mahesh Karande	0.19%

Fill in this information to identify the case:

Debtor name: Omega Therapeutics, Inc.
 United States Bankruptcy Court for the District of Delaware
 Case number (if known):

☐ Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1	ATUM 37950 CENTRAL COURT NEWARK, CA 94560	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 650-853-8347 EMAIL: AR@ATUM.BIO	TRADE DEBTS				\$462,394
2	LATHAM & WATKINS LLP PO BOX 7247-8181 PHILADELPHIA, PA 19170-8181	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 212-906-1200 EMAIL: GISELLE.LANTOSCA@LW.COM	PROFESSIONAL SERVICES				\$364,790
3	DELOITTE & TOUCHE LLP PO BOX 844708 DALLAS, TX 75284-4708	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 212-492-4000 EMAIL: DELOITTEPAYMENTS@DELOITTE.COM	PROFESSIONAL SERVICES				\$210,000
4	BENCHLING INC 555 MONTGOMERY ST STE. 1700 SAN FRANCISCO, CA 94111	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 415-590-2798 EMAIL: FINANCE@BENCHLING.COM	TECHNOLOGY & COMMUNICATION SERVICES				\$100,000
5	CATALENT PHARMA SOLUTIONS LLC 25111 NETWORK PLACE CHICAGO, IL 60673-1251	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 877-951-0137 EMAIL: AR@CATALENT.COM	TRADE DEBTS				\$77,227
6	WYATT TECHNOLOGY CORPORATION 6330 HOLISTER AVE SANTA BARBARA, CA 93117	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 805-681-9009 EMAIL: INFO@WYATT.COM	TRADE DEBTS				\$76,516
7	ALDEVRON LLC 4055 41ST AVENUE SOUTH FARGO, ND 58104	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 701-297-9256 EMAIL: AR@ALDEVRON.COM	TRADE DEBTS				\$74,798
8	QIAGEN MANCHESTER LIMITED CITYLABS 2.0, HATHERSAGE ROAD MANCHESTER M13 0BH UNITED KINGDOM	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: +44 808 234 3974 EMAIL: ACCOUNTSRECEIVABLE.UK@QIAGEN.COM	TRADE DEBTS				\$74,200
9	AMAZON WEB SERVICES INC PO BOX 84023 SEATTLE, WA 98124-8423	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 206-266-4064 EMAIL: AR-BUSINESSINVOICING@AMAZON.COM	TECHNOLOGY & COMMUNICATION SERVICES				\$71,531
10	JMS ADVISORS, INC. 1572 GRANGER WAY REDWOOD CITY, CA 94061	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 724-350-7718 EMAIL: JMSADVISORSINC@GMAIL.COM	PROFESSIONAL SERVICES				\$66,405
11	ACUITAS THERAPEUTICS INC 6190 AGRONOMY ROAD-SUITE 402 VANCOUVER, BC V7T 1Z3 CANADA	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 604-227-3904 EMAIL: MECKERLE@ACUITASTX.COM	PROFESSIONAL SERVICES				\$56,267
12	TEMPUS LABS, INC. 600 W CHICAGO AVE, SUITE #510 CHICAGO, IL 60654	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 800-739-4137 EMAIL: AR@TEMPUS.COM	TECHNOLOGY & COMMUNICATION SERVICES				\$55,000
13	THERMO FISHER FINANCIAL SERVICES INC P.O. BOX 742764 ATLANTA, GA 02451	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 800-678-5599 EMAIL: AMY.CALLAHAN@THERMOFISHER.COM	TECHNOLOGY & COMMUNICATION SERVICES				\$53,136

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
14	WORLD COURIER INC PO BOX 842325 BOSTON, MA 02284-2325	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 800-221-6600 EMAIL: NYC-AR@WORLDCOURIER.COM	SHIPPING & WAREHOUSE SERVICES				\$42,355
15	GLOBAL LIFE SCIENCES SOLUTIONS USA LLC PO BOX 643065 PITTSBURGH, PA 15264-3065	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 800-526-3593 EMAIL: REMIT@CYTIVA.COM	TRADE DEBTS				\$42,192
16	CMIC, INC. 2860 FORBS AVENUE HOFFMAN ESTATES, IL 60192	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 847-645-0407 EMAIL: CMICINCAC@CMICGROUP.COM	TRADE DEBTS				\$40,850
17	NOVOGENE CORPORATION INC P.O. BOX 278642 SACRAMENTO, CA 95827-8642	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 916-252-0068 EMAIL: SACAR@NOVOGENEUSA.COM	TRADE DEBTS				\$40,397
18	K&L GATES LLP PO BOX 844255 BOSTON, MA 02284-4255	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 617-261-3100 EMAIL: ACCOUNTSRECEIVABLES@GLGATES.COM	PROFESSIONAL SERVICES				\$37,702
19	SGS CANADA INC. 6490 VIPOND DRIVE MISSISSAUGA, ON L5T 1W8 CANADA	ATTN: PRESIDENT/GENERAL COUNSEL PHONE: 905-364-3771 EMAIL: CA.ARGROUP@SGS.COM	TRADE DEBTS				\$35,495
20	POLYMUN SCIENTIFIC DONAUSTR. 99, 3400 KLOSTERNEUBURG AUSTRIA	ATTN: PRESIDENT/GENERAL COUNSEL EMAIL: OFFICE@POLYMUN.COM	Trade debts				\$28,138

**OMEGA THERAPEUTICS, INC.,
WRITTEN CONSENTS OF THE RESTRUCTURING
COMMITTEE OF THE BOARD OF DIRECTORS**

WHEREAS, the Board of Directors (“Board”) of Omega Therapeutics, Inc., a Delaware corporation (“Company”), previously designated this committee (“Restructuring Committee”) and delegated to it, to the fullest extent permitted by law, the full power and authority of the Board with respect to, among other things, the consideration, negotiation and approval on behalf of the Company of a potential petition (“Petition”) commencing a voluntary bankruptcy case (“Chapter 11 Case”) under chapter 11 of title 11 of the United States Code;

WHEREAS, the Restructuring Committee, on behalf of the Company, retained Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) as restructuring counsel to the Company, Triple P RTS, LLC as restructuring advisor to the Company, and Triple P Securities, LLC (together with Triple P RTS, LLC, “Portage Point”) as investment banker to the Company to assist the Company in exploring a wide range of strategic options; and

WHEREAS, the Restructuring Committee has determined, after consultation with management of the Company and its advisors as to the relative risks and benefits of pursuing a Chapter 11 Case, that it is desirable and in the best interests of the Company and its residual claimants that a Chapter 11 Case be commenced by the Company in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

NOW, THEREFORE, BE IT:

RESOLVED, that the filing of the Petition in the Bankruptcy Court and commencement of the Chapter 11 Case is authorized, approved, confirmed and adopted in all respects;

RESOLVED, that each officer or director of the Company (each, an “Authorized Person”), individually or jointly, is authorized, empowered, and directed, with full power of delegation, to negotiate, execute, verify, deliver, and file with the Bankruptcy Court, in the name and on behalf of the Company, and under its corporate seal or otherwise, the Petition and all schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders, plans, and other documents that any Authorized Person determines is necessary, appropriate, or desirable in connection therewith (collectively, the “Chapter 11 Filings”) (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, the execution, delivery and/or filing of any of the Chapter 11 Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard);

RESOLVED, that each Authorized Person, individually or jointly, is authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with the Chapter 11 Case or the Chapter 11 Filings, including, without limitation, (i) the payment of any fees, expenses and taxes as such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing,

delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard);

RESOLVED, that each Authorized Person, acting individually or jointly, is authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to retain Morris Nichols, as bankruptcy counsel to the Company; Triple P RTS, LLC to act as restructuring advisor and Triple P Securities, LLC (together with Triple P RTS, LLC, “Portage Point”) to act as investment banker to the Company; Latham & Watkins LLP, as special counsel to the Company; and Kroll Restructuring Administration LLC, as claims agent and administrative advisor to the Company, on such terms as any Authorized Person shall deem necessary, appropriate, or desirable and subject to any required approvals of the Bankruptcy Court;

RESOLVED, that, with respect to the Company, each Authorized Person, acting individually or jointly, is authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts or deeds, including, but not limited to (i) the engagement or retention of such further accountants, counsel, consultants or advisors; (ii) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents, instruments, applications, notes or certificates not now known but which may be required; (iii) the execution, delivery and filing (if applicable) of any of the foregoing; and (iv) the payment of all fees, consent payments, taxes and other expenses; all of the foregoing, as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing written consents and the transactions contemplated thereby, with all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval and that such Authorized Person deemed the same to meet such standard;

RESOLVED, that in connection with the Chapter 11 Case, the Restructuring Committee authorizes and approves the execution, delivery and performance of that certain loan and security agreement (the “DIP Facility”), subject to Bankruptcy Court approval, among the Company, as borrower, and Pioneering Medicines 08-B, Inc., as lender, substantially on the terms of the draft term sheet provided to the Restructuring Committee, and with such changes as the Authorized Persons or any of them executing the same shall approve, and any other agreements, consents, certificates, amendments, assignments and instruments in connection therewith (together with the DIP Facility, the “DIP Loans”), and (b) each Authorized Person acting individually or jointly, is authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance of the DIP Loans, take any action as such Authorized Persons or any one of them executing the same considers necessary, appropriate, proper, or desirable to effectuate the transactions contemplated by the DIP Loans, enter into other arrangements necessary, appropriate, proper, or desirable in the interest of the Company in connection with the Chapter 11 Case, such determination to be conclusively evidenced by such execution or taking of such action; and

RESOLVED, that any and all past actions heretofore taken by any Authorized Person or any director of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding written consents are, ratified, confirmed, and approved in all respects.

The undersigned has executed this action by written consent of the board.

/s/ Jeffrey T. Varsalone

Name: Jeffrey T. Varsalone

Title: Independent Restructuring Expert Director

Date: February 10, 2025

Fill in this information to identify the case and this filing:

Debtor Name Omega Therapeutics, Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and Equity Holder List and Form 201A

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/10/2025
MM / DD / YYYY

X/s/ Jeffrey T. Varsalone

Signature of individual signing on behalf of debtor

Jeffrey T. Varsalone

Printed name

Independent Restructuring Expert Director

Position or relationship to debtor